

RECORDATION NO 26145-C FILED
May 23, 2012 04:35 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 23, 2012

Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease and Indenture Termination, dated as of May 23, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement and related documents previously filed with the Board under Recordation Number 26145.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: DEC Statutory Trust 2006-1,
c/o U.S. Bank Trust National Association,
not in its individual capacity but solely as
trustee for the Trust
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Indenture Trustee: Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Chief of the Section of Administration
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Lessee: The Detroit Edison Corporation
2000 Second Avenue
Detroit, Michigan 48226

A description of the railroad equipment covered by the enclosed document
is:

280 railcars within the series DETX 994000 – DETX 994379 as more
particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease and Indenture Termination.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,


✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of May 23, 2012, by and among The Detroit Edison Company, a Michigan corporation ("Lessee"), DEC STATUTORY TRUST 2006-1, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee") under the Trust Agreement, dated as of January 20, 2006 (the "Trust Agreement") and WILMINGTON TRUST COMPANY, a Delaware trust company, as Indenture Trustee (together with any successor indenture trustee, the "Indenture Trustee" and together with Lessee and Owner Trustee, the "Parties"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Indenture (defined below).

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain (i) Equipment Lease Agreement, dated as of January 20, 2006 (the "Lease") which was recorded with the Surface Transportation Board ("STB") on January 23, 2006 at 4:00 p.m. under Recordation No. 26145 covering the Equipment described therein;

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain (i) Trust Indenture and Security Agreement, dated as of March 20, 2006 (the "Indenture") which was recorded on March 23, 2006 at 11:24 a.m. under Recordation No. 26145-A covering the Equipment;

WHEREAS, effective the date hereof, the Lease is terminated and the Lien of the Indenture is released and delivered with respect to the railroad equipment described in Schedule A hereto (the "Terminated Units"); and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment of the Terminated Units, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Lease and Indenture Termination with the STB pursuant to 49 USC section 11301(a) and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

DEC STATUTORY TRUST 2006-1, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee



By: _____

Name: Arthur L. Blakeslee
Title: Vice President

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

WILMINGTON TRUST COMPANY, as
Indenture Trustee

By: _____

Name:

Title:

Jacqueline E. Solone
Assistant Vice President

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

THE DETROIT EDISON COMPANY, as
Lessee

By:


Name: Steven Kurmas
Title: President & COO

STATE OF Connecticut)
) SS.:
COUNTY OF Hartford)

On this 23rd day of May, 2012, before me personally appeared Arthur L. Blakeslee, to me personally known, who, by me being duly sworn, says that he/she is Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, Trustee of DEC STATUTORY TRUST 2006-1, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.



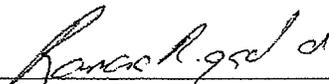
Notary Public

My commission expires

SUSAN P. McNALLY
Notary Public, State of Connecticut
My Commission Expires Mar. 31, 2015

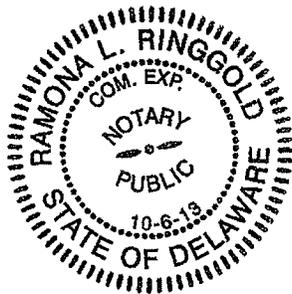
STATE OF Delaware)
) SS.:
CITY OF Newcastle)

On this 18 day of May, 2012, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is Jacqueline E. Solone of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware trust company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Delaware trust company.



Notary Public

My commission expires



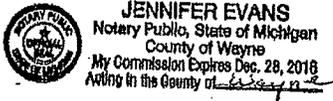
RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013

STATE OF MI)
) SS.:
COUNTY OF Wayne)

On this 22nd day of May, 2012, before me personally appeared Steven Kurmas, to me personally known, who, by me being duly sworn, says that he/she is President & COO of THE DETROIT EDISON COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jennifer Evans
Notary Public

My commission expires



**SCHEDULE A to
Memorandum of Lease and
Indenture Termination**

**DESCRIPTION OF TERMINATED UNITS
(DEC STATUTORY TRUST 2006-1)**

Bethgon Coalporter gondola cars – all with DETX Reporting Marks

1	994000	23	994031	45	994065	67	994100	89	994132	111	994163
2	994003	24	994032	46	994066	68	994101	90	994136	112	994164
3	994004	25	994033	47	994067	69	994102	91	994138	113	994165
4	994005	26	994034	48	994069	70	994103	92	994139	114	994166
5	994006	27	994036	49	994071	71	994104	93	994140	115	994167
6	994008	28	994038	50	994072	72	994105	94	994141	116	994168
7	994010	29	994039	51	994074	73	994107	95	994142	117	994170
8	994011	30	994040	52	994075	74	994108	96	994143	118	994171
9	994012	31	994041	53	994076	75	994109	97	994144	119	994172
10	994014	32	994046	54	994077	76	994110	98	994145	120	994173
11	994015	33	994048	55	994078	77	994111	99	994147	121	994174
12	994016	34	994049	56	994079	78	994112	100	994148	122	994175
13	994017	35	994051	57	994082	79	994114	101	994149	123	994176
14	994019	36	994052	58	994083	80	994115	102	994150	124	994177
15	994020	37	994053	59	994084	81	994116	103	994151	125	994180
16	994023	38	994054	60	994087	82	994117	104	994152	126	994182
17	994025	39	994056	61	994089	83	994119	105	994153	127	994183
18	994026	40	994057	62	994091	84	994121	106	994154	128	994184
19	994027	41	994058	63	994092	85	994124	107	994156	129	994185
20	994028	42	994059	64	994093	86	994125	108	994157	130	994187
21	994029	43	994060	65	994097	87	994126	109	994158	131	994188
22	994030	44	994064	66	994098	88	994131	110	994162	132	994190

133	994191	159	994226	185	994257	211	994291	237	994323	263	994358
134	994192	160	994227	186	994258	212	994292	238	994324	264	994360
135	994195	161	994228	187	994260	213	994293	239	994325	265	994361
136	994196	162	994229	188	994262	214	994296	240	994326	266	994362
137	994197	163	994230	189	994263	215	994297	241	994327	267	994364
138	994199	164	994231	190	994264	216	994298	242	994329	268	994366
139	994201	165	994232	191	994265	217	994299	243	994330	269	994367
140	994202	166	994233	192	994266	218	994300	244	994331	270	994368
141	994203	167	994234	193	994268	219	994302	245	994332	271	994369
142	994204	168	994235	194	994269	220	994303	246	994334	272	994370
143	994205	169	994236	195	994270	221	994304	247	994335	273	994372
144	994206	170	994237	196	994271	222	994305	248	994336	274	994373
145	994209	171	994239	197	994272	223	994306	249	994337	275	994374
146	994210	172	994240	198	994274	224	994307	250	994339	276	994375
147	994212	173	994241	199	994275	225	994308	251	994340	277	994376
148	994213	174	994242	200	994276	226	994309	252	994342	278	994377
149	994214	175	994243	201	994277	227	994310	253	994343	279	994378
150	994216	176	994245	202	994278	228	994312	254	994345	280	994379
151	994217	177	994247	203	994280	229	994313	255	994347		
152	994218	178	994248	204	994281	230	994315	256	994349		
153	994219	179	994249	205	994282	231	994316	257	994350		
154	994220	180	994250	206	994283	232	994318	258	994351		
155	994222	181	994251	207	994285	233	994319	259	994352		
156	994223	182	994253	208	994287	234	994320	260	994354		
157	994224	183	994254	209	994288	235	994321	261	994356		
158	994225	184	994255	210	994290	236	994322	262	994357		

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/23/12

Edward M Luria
Edward M. Luria